Appendix A
Decision of the Supreme Court of the State of New York, Appellate Division, First Department

Supreme Court, Appellate Division, First Department, N.Y.
Nicholas PAPPAS, et al.,
Plaintiffs-Appellants,

v.

The Greek Orthodox Archdiocese of North and South America, etc., et al.,
Defendants-Respondents.

30 A.D.3d 286, 817 N.Y.S.2d 270, 2006 N.Y. Slip Op. 05092 (June 22, 2006).

Background: Members of Greek Orthodox parishes brought action against religious corporation, seeking declaratory judgment with respect to validity of amendments to corporation's charter. The Supreme Court, New York County, Ira Gammerman, J.H.O., dismissed complaint, and members appealed.

Holding: The Supreme Court, Appellate Division, held that action involved a question of internal governance of a hierarchical church, and, thus, trial court lacked jurisdiction to grant relief sought.

Affirmed.

***270** Edward McGlynn Gaffney, Jr., Valparaiso, IN, of the District of Columbia Bar, admitted pro hac vice, and Windels Marx Lane & Mittendorf, LLP, New York (Robert J. Liddy of counsel), for appellants.

White & Case LLP, New York (Glenn M. Kurtz of counsel), for respondents.

Saxe, J.P., Marlow, Nardelli, Gonzalez, Sweeny, JJ.

*286 Judgment, Supreme Court, New York County (Ira Gammerman, J.H.O.), entered September 16, 2004, in a declaratory judgment action involving the validity of the 2003 amendments to defendant religious organization's 1977 charter, dismissing the complaint pursuant to CPLR 3211 as barred by the U.S. Constitution First Amendment, unanimously affirmed, without costs. Appeals from orders, same court and J.H.O., entered on or about August 11, 2004 and December 13, 2004, which respectively denied defendant's motion to dismiss and plaintiffs' motion to renew, unanimously dismissed, without costs.

Defendant may be technically correct that its members, for corporate as opposed to religious purposes (*see Islamic Ctr. of Harrison, Inc., v. Islamic Science Found., Inc.*, 216 A.D.2d 357, 628 N.Y.S.2d 179 [1995]), are the members of the Archdiocesan Clergy-Laity Congress, which is the successor of the "governing or advisory body" that incorporated it (*see* **271 Religious Corporation Law, §15[1]). Defendant may also be correct that a plaintiff must be a member of the Congress at the time he or she files suit (*see Miller v. Miller*, 256 App. Div. 846, 9 N.Y.S. 2d 448 [1939], *affd.* 280 N.Y. 716, 21 N.E.2d 212 [1939]). However, if **287 one were to accept these arguments, defendant's members would be able to sue it only during a four- to eight-day window once every two years; and, therefore, as a practical matter, defendant's actions would be insulated from judicial review. To avoid such a result (*see Babigan v. Wachtler*, 133 Misc.2d 111, 112, 506 N.Y.S.2d 506 [1986] *affd.* 126 A.D. 2d 445, 510 N.Y.S. 2d 445, 510 N.Y.S.2d 473, [1987], *affd.* 69 N.Y.2d 1012, 517 N.Y.S.2d 905, 511 N.E.2d 49 [1987]; *Grant v. Cuomo*, 130 A.D.2d 154, 159, 518 N.Y.S.2d 105 [1987], *affd.* 73 N.Y.2d 820, 537 N.Y.S.2d 115, 534 N.E.2d 32 [1988]), we find that plaintiffs, as members of Greek Orthodox parishes, are also members of defendant (*see Dimas v. Greek Orthodox Archdiocese of Am.*, N.Y.L.J., June 17, 1999, at 31, col. 2). Nor will defendant be heard to argue that plaintiffs lack standing by reason of the 1999 amendment to its certificate of

incorporation stating that it has no members, when, thereafter, it argued that it did have members and succeeded in getting a lawsuit dismissed on that basis (*see Gale P. Elston, P.C. v. Dubois,* 18 A.D.3d 301, 303, 795 N.Y.S.2d 33 [2005]). Similarly, because plaintiffs instituted this lawsuit in February 2004, defendant cannot argue lack of standing on the basis of its July 2004 regulations stating that it is not a membership organization.

Although plaintiffs have standing, and although the action is not moot and does not merely seek an advisory opinion, it must be dismissed because it involves a question of internal governance of a hierarchical church (*see Serbian E. Orthodox Diocese v. Milivojevich,* 426 U.S. 696, 96 S.Ct. 2372, 49 L.Ed.2d 151 [1976]; *and see Maryland & Virginia Eldership of the Churches of God v. Church of God at Sharpsburg,* 396 U.S. 367, 369, n. 1, 90 S.Ct. 499, 24 L.Ed.2d 582 [1970] [Brennan, J., concurring], categorizing church government as either "hierarchical" or "congregational"; *accord Presbyterian Church v. United Presbyterian Church,* 62 N.Y.2d 110, 114, 476 N.Y.S.2d 454 [1984], *cert. denied,* 469 U.S. 1037, 105 S.Ct. 514, 83 L.Ed.2d 404 [1984]). On the basis of the very charter on which plaintiffs rely, they cannot successfully dispute that the Greek Orthodox Church is hierarchical. And while it may at first appear that neutral principles of law can be applied to decide whether defendant's 1977 charter was properly amended pursuant to article XXIV thereof, if this case were to proceed further, a trial court would ultimately be required to decide whether the Ecumenical Patriarch had authority unilaterally to grant a charter to defendant in 2003-clearly, a religious matter (*see First Presbyterian Church,* 62 N.Y.2d at 117, 476 N.Y.S.2d 86, 464 N.E.2d 454).

Plaintiffs contend that since the courts would intervene if members of a nonreligious not-for-profit corporation claimed that the corporation's charter had not been properly amended, a decision not to intervene in the instant dispute would improperly discriminate against religion. While plaintiffs may

*288 raise this issue of law for the first time on appeal (*see Carnegie Hall Corp. v. City Univ. of New York,* 286 A.2d 214, 215, 729 N.Y.S.2d 93 [2001]), their argument is unavailing (*see Locke v. Davey,* 540 U.S. 712, 124 S.Ct. 1307, 158 L.Ed.2d 1 [2004]).

Appendix B
Decision of Court of Appeals of New York
Denying Motion for Leave to Appeal

Pappas v. Greek Orthodox Archdiocese of N. & S. Am.

Court of Appeals of New York
8 N.Y.3d 803, 862 N.E.2d 792, 830 N.Y.S.2d 700
(Feb. 13, 2007)

CITE TITLE AS: Pappas v. Greek Orthodox Archdiocese of N. & S. Am. 1st Dept: 30 AD3d 286
MOTIONS FOR LEAVE TO APPEAL GRANTED OR DENIED: Denied

Copr. (c) 2007, Secretary of State, State of New York.

N.Y. 2007
Pappas v. Greek Orthodox Archdiocese of N. & S. Am.

Appendix C
Decision of Court of Appeals of New York
Dismissing Appeal Sought "As of Right"

Pappas v. Greek Orthodox Archdiocese of N. & S. Am.

Court of Appeals of New York
7 N.Y.3d 863, 857 N.E.2d 1138, 824 N.Y.S.2d 607
(Oct. 19, 2006)

CITE TITLE AS: Pappas v. Greek Orthodox Archdiocese of N. & S. Am., 1st Dept: 30 AD3d 286

Appeals Dismissed on Constitutional Grounds

Copr. (c) 2007, Secretary of State, State of New York.

N.Y. 2006
Pappas v Greek Orthodox Archdiocese of N. & S. Am.

Appendix D
Decision and Order of Trial Division
of Supreme Court of New York, New York County

DECISION AND ORDER
OF THE HONORABLE IRA GAMMERMAN,
DATED AUGUST 6, 2004 [12-23]
SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY

PRESENT: IRA GAMMERMAN **PART: 1A Part 27**

PAPPAS, Nicholas **INDEX NO.**

0101678/2004 **vs.**

MOTION DATE: 8/6/04

GREEK ORTHODOX ARCHDIOCESE

MOTION SEQ. NO. ____

MOTION CAL. NO. ____

The following papers, numbered 1 to ___ were read on this motion to/for _____ Pages Numbered

Notice of Motion/Order to Show Cause —Affidavits—Exhibits
Answering Affidavits—Exhibits
Replying Affidavits

CROSS-MOTION: □ Yes □ No
Upon the foregoing papers, it is ordered that this motion is decided in accordance with the accompanying memorandum decision.
Dated: 8/6/04
[Signed]
Ira Gammerman

Check one:

[×] FINAL DISPOSITION □ NON-FINAL DISPOSITION

Check if appropriate □ DO NOT POST

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK: IAS PART 27

NICHOLAS PAPPAS, et al.,
Plaintiffs,

- against - Index No. 101678/04
Part Cal. No. 18741

THE GREEK ORTHODOX ARCHDIOCESE OF NORTH AND SOUTH AMERICA a/k/a THE GREEK ORTHODOX ARCHDIOCESE OF AMERICAS and DEMETRIOS TRAKATELLIS, ARCHBISHOP OF AMERICA,
Defendants.

IRA GAMMERMAN, J.H.O.:

Defendants The Greek Orthodox Archdiocese of North and South America and Demetrios Trakatellis move, pursuant to CPLR 3211, to dismiss the complaint in this action that seeks declaratory and injunctive relief.

The complaint names as defendants The Greek Orthodox Archdiocese of North and South America, also known as The Greek Orthodox Archdiocese of Americas (the Archdiocese) and Demetrios Trakatellis, Archbishop of America. The complaint was initially bought by thirty-four parishioners of various Greek Orthodox parishes of the Archdiocese throughout the United States. Three of the plaintiffs subsequently discontinued their claims, leaving thirty-one named plaintiffs remaining. Plaintiffs seek to compel the Archdiocese to govern itself pursuant to the 1977 Charter of the Greek Orthodox Archdiocese of America rather than the more recently granted Charter of 2003.

The Greek Orthodox Church is a hierarchical church in which the ultimate control and authority for all members within the church lies with the Holy Apostolic and Ecumenical Patriarchate of Constantinople (the Ecumenical Patriarchate). The Church shares a common bond and theology with other Orthodox churches, each of which is headed by a Patriarch or the equivalent, but all of which are essentially governed by the Ecumenical Patriarchate. Within the United States, the Archdiocese is the highest spiritual and governing authority of the Greek Orthodox Church for its approximately one million parishioners. The Archdiocese was incorporated in 1921 pursuant to Section 15 of the Religious Corporations Law (RCL) of the State of New York and is comprised of the Direct Archdiocesan District in New York and eight Metropolises or dioceses throughout the United States. The Archdiocese is governed by a Charter granted by the Ecumenical Patriarchate originally in 1922 and then amended in 1927, 1931, 1977 and 2003. The various amended Charters (collectively "The Charter") and, additionally, the Special Regulations and Uniform Parish Regulations, which are essentially the by-laws of a corporation, are administered by the Archbishop and the Holy Eparchial Synod which is comprised of the Archbishop and the bishops of each of the eight Metropolises. The Charter requires that an institution of the Archdiocese called the Clergy-Laity Congress convene every two or three years to decide on issues regarding the life, mission and unity of the Archdiocese with the exception of canonical and dogmatic matters. All decisions of the Clergy-Laity Congress are submitted to the Ecumenical Patriarchate for approval and ratification. When the Clergy-Laity Congress is not in session, the Archdiocesan Council can exercise the authority of the Congress when necessary.

The dispute between plaintiffs and the Archdiocese arises out of certain differences between the 1977 and the 2003 Charters. Essentially, plaintiffs allege that the 2003 Charter was improperly adopted because the Clergy-Laity Congress requested that the Ecumenical Patriarchate grant the new

Charter with certain modifications which were not included in the final Charter as granted on January 18, 2003. By this grant, the 2003 Charter superseded the earlier 1977 Charter. Further, plaintiffs allege that the Charter constitutes the by-laws of the corporation and, as such, the amended Charter of 2003 was improperly granted since there was a failure to serve notice as required by RCL § 5. The complaint seeks a judgment declaring that the 1977 Charter is the governing charter of the Archdiocese; and a mandatory injunction requiring defendants to govern the Archdiocese in accordance with the 1977 Charter.

The 2003 Charter differs from the 1977 Charter in the following manner: (1) elevating the Bishops of the Archdiocese to the Metropolitans, although their duties and rights remain largely unchanged; (2) changing the name of the Synod of Bishops to the Holy Eparchial Synod; (3) specifying additional eligibility criteria for future candidates for the office of Archbishop or Metropolitan; (4) modifying procedures for handling a vacancy in the position of Archbishop or Metropolitan; (5) specifying more detailed procedures by which the Spiritual Courts function; (6) granting authority to the Eparchial Synod to determine, in consultation with the Archdiocesan Council, the number, seat and boundaries of the Metropolises within the Archdiocese, subject to the approval of the Ecumenical Patriarchate; (7) providing for oversight of monasteries; and (8) providing a more detailed process for amending the Charter.

Defendants move to dismiss the complaint on the grounds that plaintiffs lack standing to bring the action; that the action is barred by the First Amendment of the United States Constitution; and that defendant Archbishop Trakatellis is not a proper defendant.

Notice Under RCL § 5

Plaintiffs allege that the Charter at issue here constitutes the by-laws of the corporation. As such, they allege that pursuant to RCL § 5, notice is required. The section provides, in pertinent part:

> By-laws may be adopted or amended, by a two-thirds vote of the qualified voters present and voting at the meeting for incorporation or at any subsequent meeting, after written notice, embodying such by-laws or amendment, has been openly given at a previous meeting and also in the notices of the meeting at which such proposed by-laws or amendment is to be acted upon.

Plaintiffs assert that the qualified voters in this instance would be delegates of the 36th Clergy-Laity Congress of which eleven plaintiffs are members, and that no such notice was issued.

Defendants dispute plaintiffs' characterization of the Charter as by-laws. Defendants assert that historically, the Charters of the Archdiocese, including the 1977 Charter, were granted by the Ecumenical Patriarchate, without notice to, or approval of, any "members" as defined by the plaintiffs. According to the affidavit of Jerry Dimitriou, Executive Director of Administration for the Archdiocese, by its own terms the 1977 Charter was modified without notice by the Ecumenical Patriarchate prior to being granted. Defendants point out that the 1922 Charter states that it is a constitution, in that its title "Katastatikon" is Greek for "constitution." The 1927 Charter was similarity titled. The later Charters were entitled "Syntagma," another Greek work for "constitution."

Defendants maintain that the governance document that was adopted by the Archdiocese is the Special Regulations and Uniform Parish Regulations (the UPR), as specifically stated in the 1977 Charter: "Regulations as required to implement this charter and govern the Archdiocese shall be proposed by the Archbishop and presented to the Archdiocesan Council which shall consider, adopt, and present them to the next Archdiocesan Clergy-Laity Congress for approval," (1977 Charter, Art. XXI). Further, a court has previously interpreted the UPR as the by-laws of the Archdiocese, *Dimas v. Greek Orthodox Archdiocese for*

America, NYLJ, June 17, 1999 (Sup Ct., NY County). I find, therefore, that the Charter of the Archdiocese represents the constitution of the corporation, not its by-laws. Accordingly, notice was not required.

Standing

Only the members of a not-for-profit corporation can bring an action to compel performance of the corporation's by-laws, *Thornton v. The American Kennel Club, Inc.*, 182 AD2d 358 (1st Dept 1992). Defendants maintain that plaintiffs, while members in good standing of various parishes of the Archdiocese, are not members of the Archdiocese itself which is an ecclesiastical jurisdiction, not a parish church. Under New York's Not-for-Profit Corporation Law (NFPCL) Section 601(c) membership in a corporation is evidenced, inter alia, by any such method as prescribed in the certificate of incorporation or by-laws which specifically addresses membership in the corporation. While nothing in the Archdiocese's certificate of incorporation or by-laws addresses membership in the corporation, the by-laws do include a definition of membership in a parish (Chap II, Art V, UCR). In *Dimas v. Greek Orthodox Archdiocese of America supra* the court stated:

> a parish member is not a member of the Archdiocese, then who is? ... In the absence of any provision in the by-laws which distinguish between membership in a parish and membership in the Archdiocese, the court must conclude that the two are one and the same.

Further, in *Greek Orthodox Archdiocese of North and South America, Inc. v. Greek Orthodox American Leaders Inc.*, 1998 WL 932707 (SD NY 1998) the court noted that the Archdiocese maintains a confidential list of thousand of names and addresses generated primarily from information supplied by parishes throughout the United States. The court rejected the Archdiocese's distinction between "spiritual" and "legal" members as "splitting hairs and engaging in semantics: and held that the Archdiocese had members for the

purposes of NFPCL §621(b). Plaintiffs assert that, in light of *Dimas, supra*, defendants are collaterally estopped from asserting that parishioners are not members of the Archdiocese. However, collateral estoppel does not apply against a party that has prevailed in the previous litigation on other issues and has no incentive to appeal. In *Staatsburg Water Co. v. Staatsburg Fire District*, 72 NY2d 147 (1988), the court held that it would be "fundamentally unfair to give preclusive effect to a determination when the only incentive for one party to have litigated stemmed from the litigation's potential collateral estoppel effect." In *Dimas, supra* notwithstanding the finding that the members had standing, the Archdiocese prevailed in the litigation and had no reason to appeal. While collateral estoppel does not apply here, "religious corporations are designed for members, and courts have found that the Archdiocese does have members," *Pappas v. Demetrios*, Judgment and Order (Sup Ct, NY County Mar. 1, 2001) Index No. 114648/00, *affd on reh'g*, (Sup Ct, NY County 2001, affd 293 AD2d 427 (1st Dept. 2002), *leave to appeal granted in part and dismissed in part*, 99 NY2d 644 (2003). Therefore, plaintiffs are members of the Archdiocese and have standing to bring this action.

First Amendment

The First Amendment to the United States Constitution precludes courts from intervening in ecclesiastical matters, such as church governance, to resolve disputes involving religious organizations. As Justice Brennan, stated in *Corporation of the Presiding Bishop of the Church of Jesus Christ of the Latter-Day Saints v. Amos*, 483 US 327 (1987):

> Religious organizations have an interest in autonomy in ordering their internal affairs, so that they may be free to "select their own leaders, define their own doctrines, resolve their own disputes, and run their own institutions. Religion includes important communal elements for most believers. They exercise their religion through religious

> organizations, and these organizations must be protected by the [Free Exercise] [C]lause."

(quoting Laylock, "Towards a General Theory of the Religion Clause: The Case of Church Labor Relations and the Right to Church Autonomy," 81 Colum L. Rev. 1373 [1981]).

In a case squarely on point, *Serbian Eastern Orthodox Diocese for the U.S.A. v. Milivojevich*, 426 US 696 (1976), the Holy Assembly of the Serbian Orthodox Church (the Mother Church) reorganized one Diocese (the American-Canadian Diocese) into three Dioceses and removed and defrocked a bishop of the church who refused to recognize the reorganization. The Illinois Supreme Court ruled that the bishop's removal was arbitrary under the church's constitution and that the diocesan reorganization was beyond the scope of the Mother Church's authority to effectuate such changes without diocesan approval. The United States Supreme Court reversed the decision, stating:

> The fallacy to the judgment of the Illinois Supreme Court is that it rests upon an impermissible rejection of the decisions of the highest ecclesiastical tribunals of this hierarchical church upon the issues in dispute, and impermissibly substitutes its own inquiry into church polity and resolutions based thereon of those disputes. Consistently with the First and Fourteenth Amendments "civil courts do not inquire whether the relevant (hierarchical) church governing body has power under religious law (to decide such disputes) .... Such a determination .... Frequently necessitates the interpretation of ambiguous religious law and usage. To permit civil courts to probe deeply enough into the allocation of power (within a

> Hierarchical) church so as to decide ... religious law (governing church polity) ... would violate the First Amendment in much the same manner as civil determination of religious doctrine.

(quoting *Md. & Va. Churches v. Sharpsburg Church*, 396 US 367 (Brennan, J., concurring)). The Supreme Court ruled that the Illinois Supreme Court incorrectly substituted its interpretation of the church constitution for that of the church's highest ecclesiastical tribunals, stating:

> We do not delve into the various church constitutional provisions relevant to this conclusion for that would repeat the error of the Illinois Supreme Court. It suffices to note that the reorganization of the Diocese involves a matter of internal church government, an issue at the core of ecclesiastical affairs.

In the present case, the Holy Synod of the Ecumenical Patriarchate determined that it has the power to grant the 2003 Charter without approving certain amendments. The power to decide ecclesiastical matters not explicitly stated in the Charter or regulation is expressly reserved to the Ecumenical Patriarchate, which is the supreme governing authority of the Greek Orthodox Church (1977 Charter Art. I). The substance of the Charter modifications here certainly appear to be core ecclesiastical matters. Pursuant to *Milivojevich, supra*, the courts simply do not have the authority to interfere with the manner in which churches organize the titles of their clerics, to determine the eligibility criteria for candidates for Archbishop or bishop, to oversee monasteries, or to inject the state judicial authority into the other matters raised by this action.

Plaintiffs attempt to distinguish *Milivojevich* by alleging that the Greek Orthodox Church is not a hierarchical church, since it is not one of the churches listed in Section 12 of the RCL. However, this section simply addresses the manner in which trustees of a religious corporation may sell,

mortgage or lease real property owned by the corporation, and specifics by name many, but not all, hierarchical churches. Further, the Archdiocese was incorporated pursuant to Section 15 of the RCL which applies to hierarchical churches. RCL § 15(3) states in pertinent part, that "[t]he trustees ... shall consist of the ecclesiastical administrative heads, also known as the hierarchs ..." This section also covers the Russian and Serbian Orthodox Churches, which have been determined as hierarchical by the United States Supreme Court, *see Milivojevich, supra; Kedroff v. St. Nicholas Cathedral*, 344 US 94 (1952). I do not think it can seriously be disputed that the Greek Orthodox Church is hierarchical.

Plaintiffs rely on *First Presbyterian Church of Schenectady v. United Presbyterian Church in the United States*, 62 NY2d 110 (1984) as the controlling authority in this action. That case involved the neutral principles of law doctrine under which a court can review secular documents such as deeds or by-laws and relevant state statutes when resolving a church property dispute. Plaintiffs contend that *First Presbyterian Church*, while adjudicating a property dispute between an individual parish church and its denominational church organization, did not specifically limit its applicability to property issues. However, there was nothing before the court except the issue of ownership of the church property. The court determined it could resolve this issue without intruding into matters involving church doctrine. Moreover, the cases cited by plaintiffs all involve matters which clearly do not involve ecclesiastical issues, such as defamation and breach of contract. Plaintiffs further assert that the doctrine can be applied in situations involving both civil rights as well as property rights, citing *Mays v. Burrell*, 124 AD2d 714 (2d Dept 1986). However, this action does not involve any alleged civil rights issues. Rather, it indisputably involves church governance matters in which *Milivojevich, supra*, prohibits court interference.

Archbishop Demetrios

Plaintiff has separately sued Archbishop Demetrios, seeking an injunction compelling him individually to administer the Archdiocese in accordance with the 1977 Charter and not the 2003 Charter. However, plaintiffs have alleged no actual or threatened misconduct by the Archbishop that would make him a proper party under NFPCL § 720 nor are they seeking any specific relief that the Archbishop but not the Archdiocese could provide. The only basis for maintaining the action against the Archbishop is that he is responsible for implementing the Charter, as granted to the Archdiocese.

Accordingly, it is

ORDERED that the motion to dismiss is granted and the complaint is dismissed; and it is further

ORDERED that upon presentation of the requisite papers, the Clerk is directed to enter judgment accordingly, with costs and disbursements to be taxed by the Clerk.

Dated: 8/6/04

ENTER:

_____

J.H.O.

Appendix E
Relevant Provisions of New York State Statutes

Not-For-Profit Corporation Law, § 102 (a)(2)
(a) As used in this chapter, unless the context requires, the term:
... (2) "By-laws" means the code of codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.
Comment: The definition of "by-laws" is substantially taken from § 2(c) of the Model Non-Profit Corporation Act of the American Bar Association. It includes the basic code of rules whether they be called "constitution," "constitution and by-laws," by-laws," or "charter." It is intended to cover the basic code immediately subordinate to the certificate of incorporation.

Religious Corporation Law, § 5.
By-laws may be adopted or amended, by a two-thirds vote of the qualified voters present and voting at the meeting for incorporation or at any subsequent meeting, after written notice, embodying such by-laws or amendment, has been openly given at a previous meeting and also in the notices of the meeting at which such proposed by-laws or amendment is to be acted upon.

Religious Corporation Law, § 15. Corporations with governing authority over, or advisory relations with, churches or synods, or both
1. An unincorporated diocesan convention, presbytery, classes, synod unless otherwise provided, annual or biennial conference or convention, or other governing or advisory body having jurisdiction over or relations with several or a number of churches or synods, or synods and churches, some or all of which are located in this state, may at a meeting

thereof duly held, determine to become incorporated by a designated name, and may by a plurality vote, elect not less than three nor more than fifteen persons to be the first trustees of such corporation. The presiding officer and clerk of such governing or advisory body shall execute and acknowledge a certificate stating that such proceedings were duly taken as herein provided, the name by which such corporation is to be known, and the names of such first trustees. On filing such certificate the members of such governing or advisory body and their successors shall be a corporation by the name stated in the certificate, and the persons named as trustees therein shall be the first trustees thereof.

The trustees of every incorporated governing or advisory body and their successors shall hold their offices during the pleasure of such body, which may remove them and fill vacancies in accordance with its rules and regulations. Such corporation may hold its meetings and elect its trustees annually or biennially, and may hold its first and any other meetings outside this state if any of the churches or synods governed or advised by it are located outside of this state. Such corporation may take, administer and dispose of real and personal property in and outside this state for the benefit of such governing or advisory body or of any parish, congregation, society, church, mission, synod, religious, benevolent, charitable or educational institution existing or acting under or related to it, or of any religious work or activity. Such corporation may elect the members of unincorporated or incorporated boards to carry on particular lines of religious work or activity. Such corporation may have in addition to its by-laws, a constitution; and such constitution may be adopted or amended in such manner as the corporation will determine.

2. The trustees of every incorporated governing body of the Protestant Episcopal church in the state of New York, shall consist of the bishop of the diocese, who shall be ex-officio president of the corporation; the bishop coadjutor, should there be one, who shall be ex-officio vice-president of the

corporation; and not less than three nor more than nine other persons, residents of the diocese, to be elected by the diocesan convention, and who shall hold their office for such term as shall be decided by the said convention.

Vacancies in the board of trustees, occurring by reason of death, resignation, or removal from the diocese, may be filled by the remaining trustees, until the next diocesan convention.

3. The trustees, who shall constitute the governing body of the Federated Orthodox Greek Catholic Primary Jurisdictions in America, shall consist of the ecclesiastical administrative heads, also known as the hierarchs, of the four constituent primary jurisdictions together with the dean of the preceptorial council, the chancellor and the secretary of said federation and not more than eight additional trustees, communicants of the Orthodox Greek Catholic Church, who are to be elected or appointed by said four constituent primary jurisdictions.

The term Federated Orthodox Greek Catholic Primary Jurisdictions in America, as used herein, is restricted to apply only

(a) to the jurisdiction of the Orthodox Oecumenical Patriarchate of Constantinople exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop,

(b) to the jurisdiction of the apostolic Orthodox Patriarchate of Antioch, exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop,

(c) to the jurisdiction of the Patriarchate of Moscow exercised in the Americas and all the territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop.

(d) to the jurisdiction of the Patriarchate of Serbia (Jugoslavia) exercised in the Americas and all the

territorial possessions and/or dependencies or protectorates of the United States of America, by its duly authorized exarch, metropolitan, archbishop or bishop.

All other Orthodox Greek Catholic jurisdictions, bishoprics, dioceses and missions, officially and canonically in communion with and acknowledged by all four of said primary jurisdictions, if certified by the secretariat thereof as affiliated with the Federated Orthodox Greek Catholic Primary Jurisdictions in America, may incorporate or re-incorporate under this section as affiliates thereof.

4. The trustees of every incorporated governing body of the four primary jurisdictions, respectively, specified in subdivision three of this section, or of any of the affiliates of said jurisdictions, shall consist of the hierarch or ecclesiastical administrator, who shall be ex-officio president of the corporation, the chancellor of the archdiocese, the dean of the archdiocesan theological faculty or one of the members thereof, and the secretary of the archdiocese, who are to be appointed by said hierarch and to serve at his pleasure and, in addition, not less than three nor more than nine other persons, communicants of the Orthodox Church, to be elected by said governing body or by the diocesan convention; the term of such elective first trustees shall be one-third for one year, one-third for two years, and one-third for three years, respectively, and the term of office of their successors shall be three years.

5. The trustees of every incorporated governing body of the Evangelical Lutheran Church in America shall consist of not less than three nor more than thirty persons. If the constitution or by-laws of such governing body so provides, the Bishop or president, vice-president, treasurer and secretary of such governing body shall be ex-officio trustees of such governing body. The remaining trustees shall be elected by the annual or other regular convention of such governing body if it does not meet annually, and shall hold their office for such term as shall be decided by the said convention. Vacancies in the

board of trustees, occurring by reason of death, resignation or other cause, may be filled by the remaining trustees as provided in the constitution and by-laws of such governing body.

Appendix F
Excerpts from Record on Appeal

1. Relevant Provisions of the 1977 Charter of Greek Orthodox Archdiocese of North & South America [Taken from Record on Appeal, Pages 54, 57]

Article XI. The Archdiocesan Clergy-Laity Congress is convened biennially and presided over by the Archbishop. It is concerned with all matters, other than doctrinal and canonical, which affect the life of the church including its unity, uniform administration, education and financial programs....

Article XXIV. The charter herein may be revised upon the request of the Archdiocesan Clergy-Laity Congress as the need therefor arises. Revisions thereto shall be submitted to the Ecumenical Patriarchate for approval and ratification.

2. Relevant Provision of the Special Regulations and Uniform Parish Regulations of the Greek Orthodox Archdiocese of North and South America (1996) [Taken from Record on Appeal, Page 76]

The Clergy-Laity Congress is the highest legislative body of the Archdiocese.